

**EXHIBIT 101 TO
HARVEY DECLARATION
REDACTED VERSION**

Google Selling Google Compensation

Preparing and Communicating the Offer

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Agenda



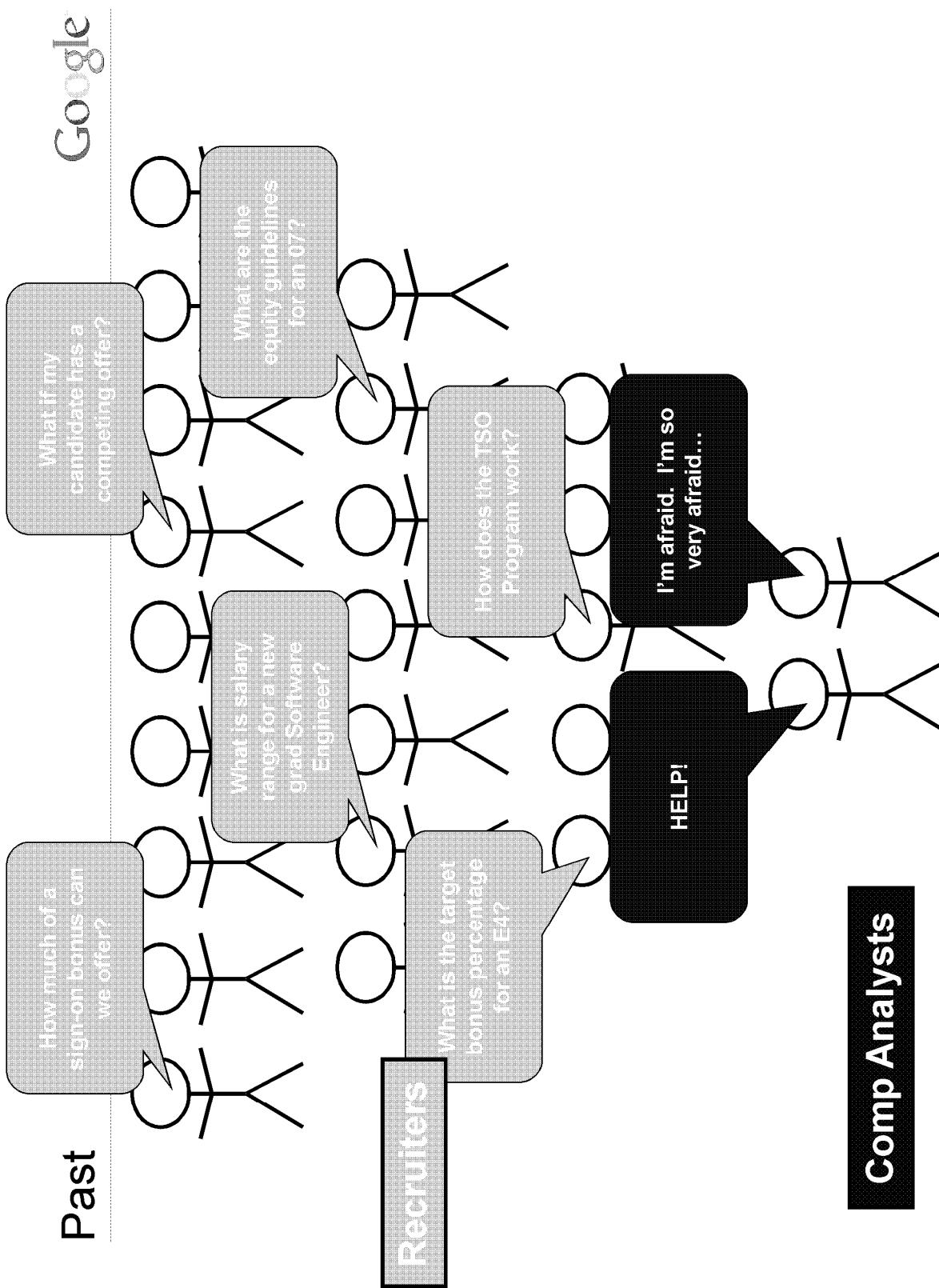
- Overview
- Preparing the Offer
- Communicating the Offer

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Overview

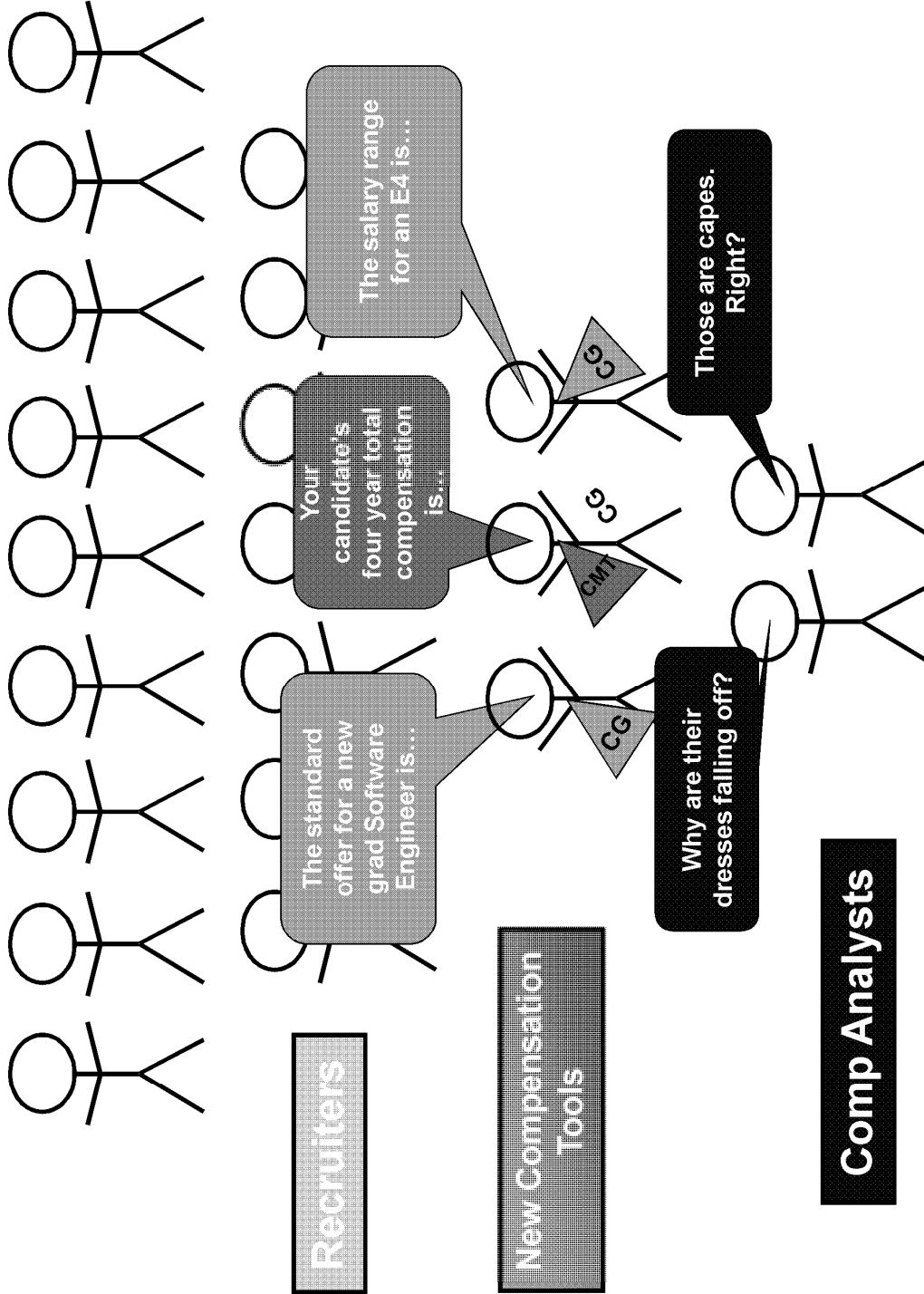
Previous Process, Current Process, Objectives

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Google

Present



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Objectives



- Review best practices for preparing and communicating an offer
- Practice and become proficient calculating a candidate's total compensation
- Demo new comping tools
- Examine the various new comping processes and how to determine the appropriate steps for a particular candidate

Preparing the Offer

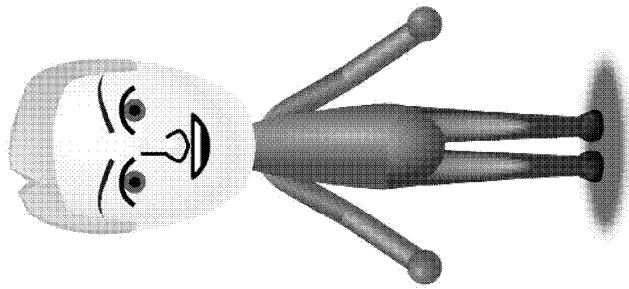
Asking the Right Questions, Calculating Comp, CompGene,
Comping Process

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Introducing... Simon Candidate

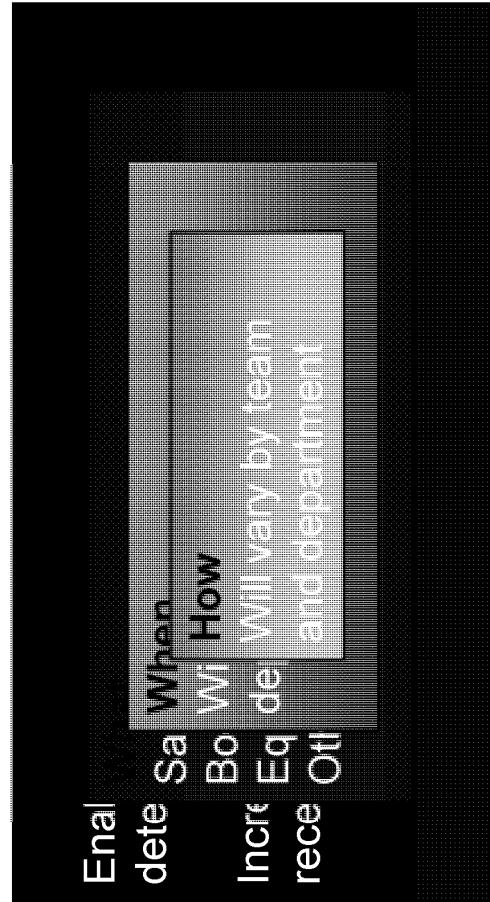


- Currently working at Sun Microsystems as a Senior Strategy and Change Management Consultant.
- Previously worked at Yahoo! and Lockheed Martin as a Technology Strategy Consultant and Software Engineer, respectively.
- Six years of related work experience
- BS, Computer Science, Massachusetts Institute of Technology
- MS, Electrical Engineering & Computer Science, Massachusetts Institute of Technology
- Enjoys candlelit dinners and long walks on the beach



Asking the Right Questions

Google



Calculating Simon's Next Year Comp

Google

Assumptions

15% growth rate for all stock prices
Using non-TSO option valuation methodology

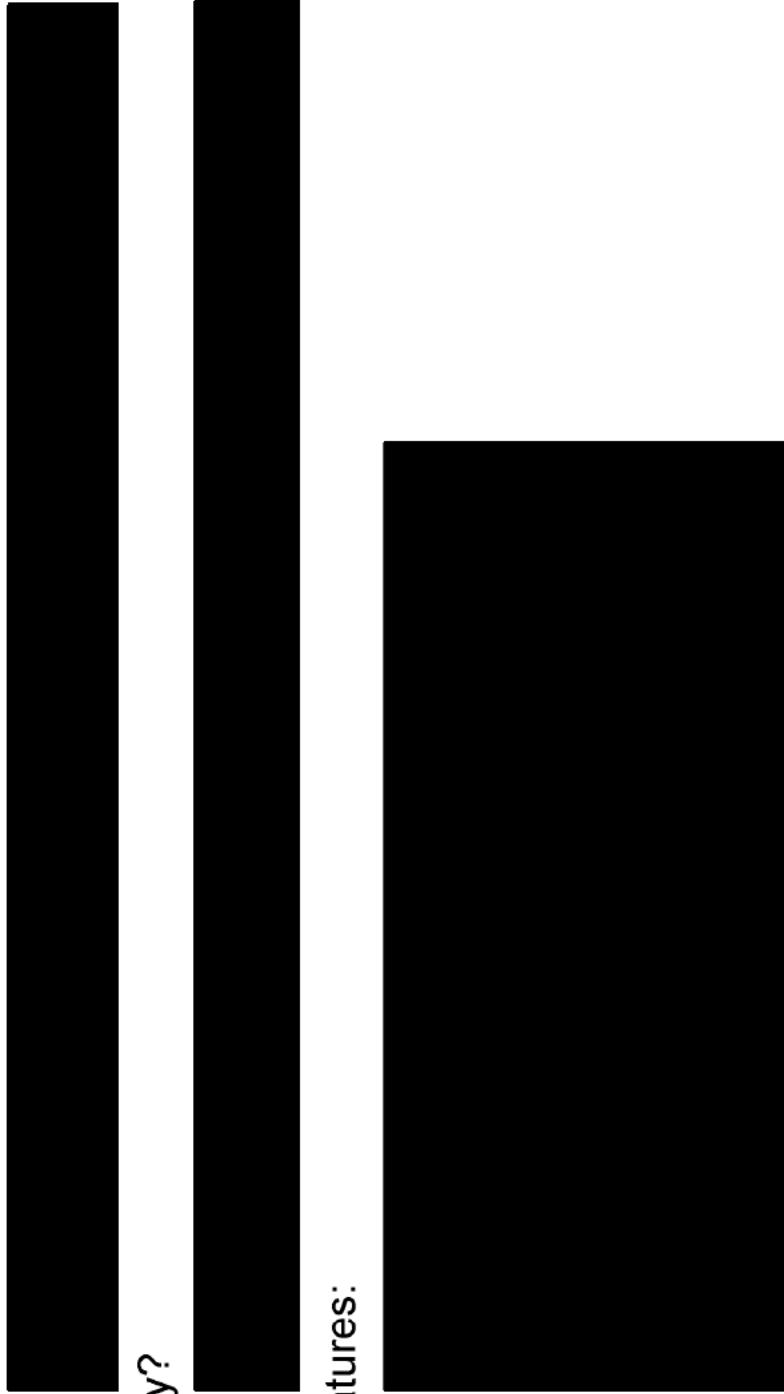
* Current stock price determined by 10 day trailing average

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CompGenie

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- What?
- Why?
- Features:



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CompGenie Demo

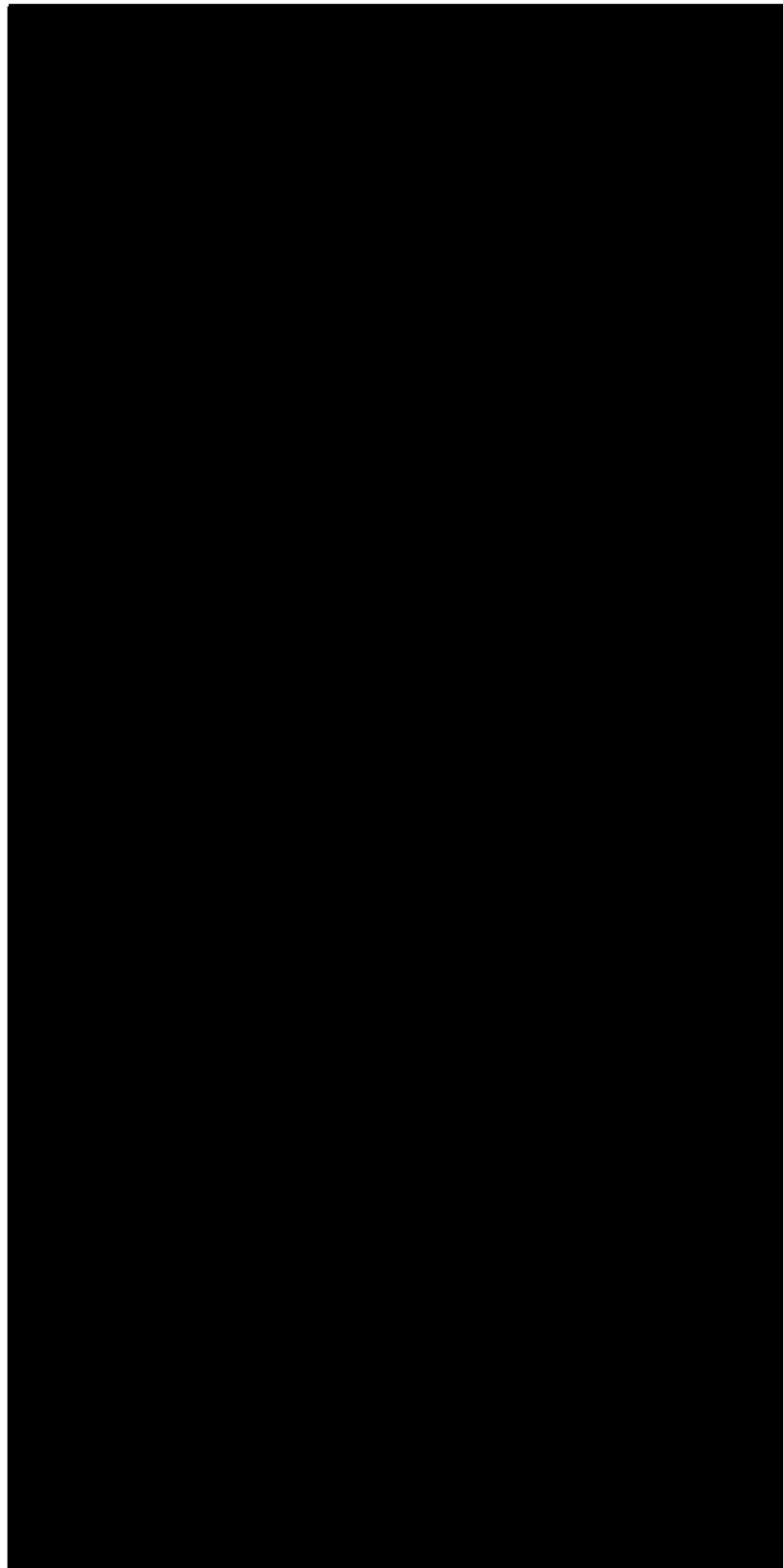
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Comping Process

Google

Comp Process Flow



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Exceptions to the Hiring Process

Google

- If a candidate has an competing offer that expires before the candidate would move all the way through the normal offer review process he/she may be eligible for [REDACTED]
- [REDACTED]

Communicating the Offer

ConvoModeling Tool, Framing the Offer, Renegotiation

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CompModeling Tool

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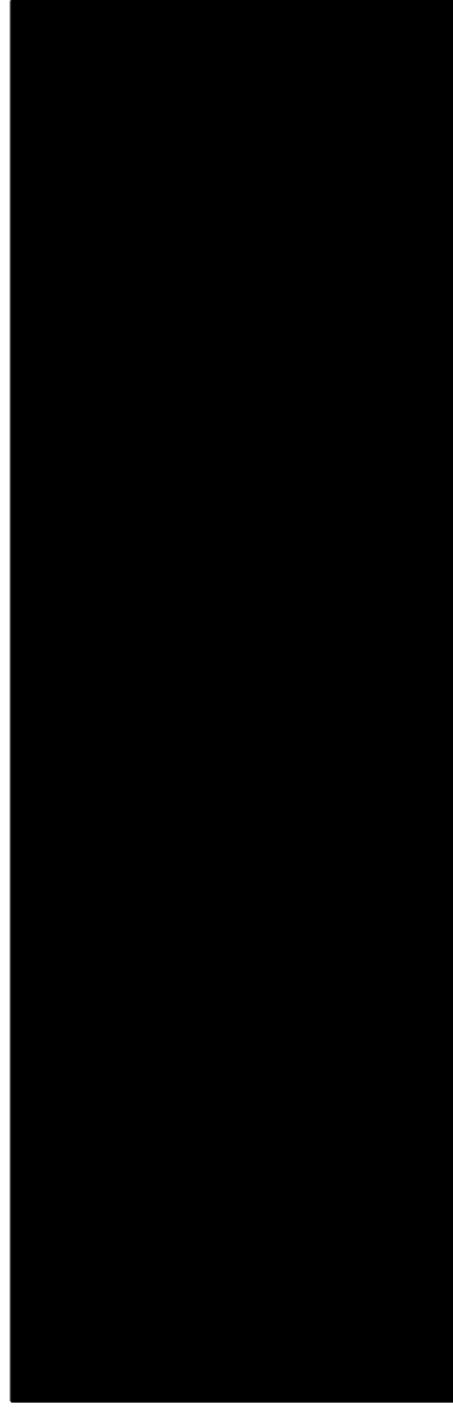
- What?



- Why?



- Features:



CompModeling Tool Demo

Google

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Framing Simon Candidate's Offer

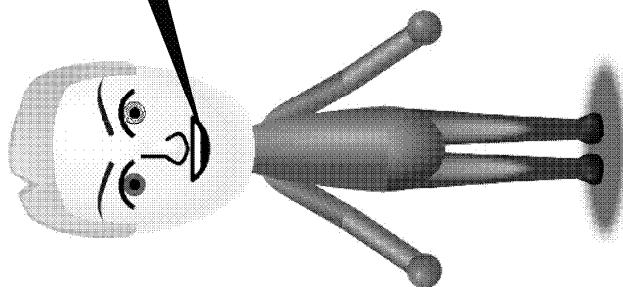


- Total Compensation
- Pay for Performance
 - Salary Increases
 - Bonus Awards
 - Equity Refresh
- Leveraged Comp

Candidate Renegotiation



Hmm... that offer sounds nice but you're Google - I heard you're giving all employees a 500k base, two hybrid cars, and a solar-powered home. I'd like to renegotiate...

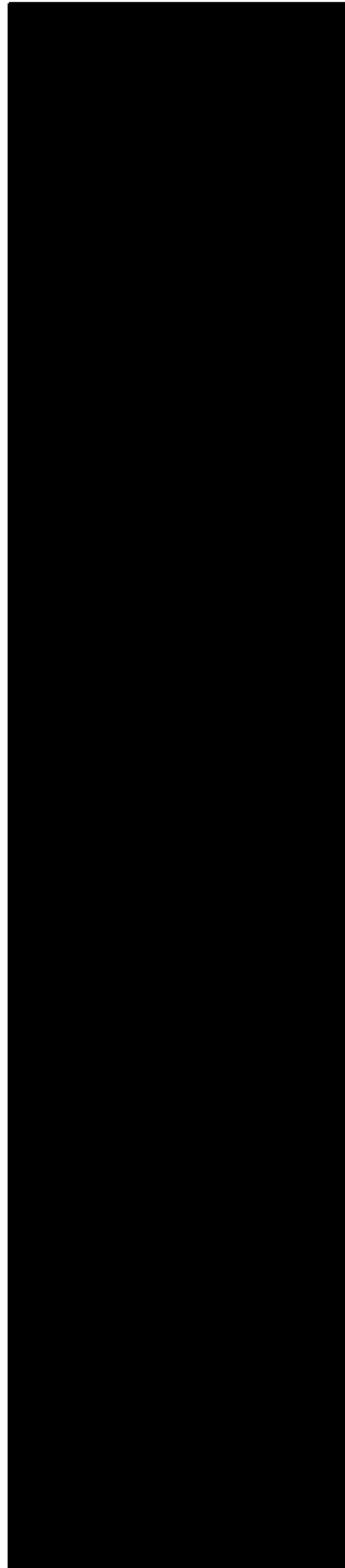


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Candidate Renegotiation

Overview



Process



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Questions?

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Slide Notes

Slide 4:

Up until recently the compensation process was hindered by that fact that Recruiters had to rely almost exclusively on Compensation Analysts to comp offers. Because of the vast number of Recruiters and limited Comp Team members this created a serious bottle-neck effect. Recruiters were not always able to have their comp needs quickly addressed while the Comp Team was constantly overwhelmed with offer requests.

Slide 5:

Recently two compensation tools were created to help economize and expedite the comping process. These two tools, called the Comp Genie (CG) and the CompModeling Tool (CMT) will hopefully address many of the common questions that you all have – thereby making all of our lives better .

Slide 6:

The objectives are to bring you as recruiters up to speed on the best practices on preparing and communicating an offer, become proficient in manually calculating total comp, and introduce the new tools that have been developed in cross functional project with Analytics, Recruiting, and Compensation, as well as how to deal with common questions or pushback from candidates.

Slide 8:

Meet Simon Candidate. Simon isn't unlike many of our candidates. He has solid work experience from Sun Microsystems, Yahoo! and Lockheed Martin. He has a solid educational background from MIT. He's also a Cancer who enjoys candlelit dinners and long walks on the beach. Simon is quite the catch.

Slide 9:

As Recruiters, it is imperative that you gather as much compensation information from Simon as possible.

Why?

Enables the recruiter and comp team to determine a fair and competitive offer.

Slide Notes

Our comp team needs detailed information in order to be able to fully assess the total value of the candidate's existing and competing compensation packages

Increases a candidate's opportunity to receive a strong offer

There's a misconception among candidates that sharing too much information will actually hurt his/her chances of getting a good offer.

Google brand name leads candidates to believe that Google is paying all employees a ton of money—we do offer great comp packages, but it's not all about the base salary.

Candidates assume they will be getting a great offer and sharing "too much" information may lead to us reducing our offer – Google determines the comp package primarily based on the market and internal equity NOT just current salary

Recruiter should explain that it will benefit the candidate to provide detailed comp information

Allows Google's comp team to take into account all forms of compensation a candidate may currently be receiving and factor those into our proposal

Re-negotiation will delay the time to get a new offer out (which could be significant if a candidate has a competing offer and needs to make a decision)

When?

When to ask a candidate for compensation information will vary by team and department.

Please work with your lead to determine the best time to ask for detailed compensation information.

Slide 10:

Now that we've gathered Simon's current and competing compensation information we are going to practice calculating his total value transfer. For this example we will assume that Google has also already proposed an offer to Simon. I'm going to need everyone to break up into smaller groups and work out the Total Target Cash, Total Option Value, Total Stock Units Value, and Total Value Transfer for Simon's current, competing and Google offer. We'll reconvene in about 15 minutes to discuss.

Slide Notes

Keep in mind a few things...

We are calculating comp only for Simon's FIRST year

The TSO program should not be factored into your calculations

The 15% growth rate should not be calculated for the current offer that vests in 3 months

Questions:

Why might the cliff date and date of the next bonus payment be significant?

What is the vesting schedule for each of the offers? How do you know this?

How would the TSO Program affect Google's value proposition?

Slide 11:

Comp genie is a web based tool to help lead recruiters determine comp packages for candidates

You only need to enter a few fields: job code, region, EMG grade, and it will produce comp guidelines, and can compare competing or current offer info.

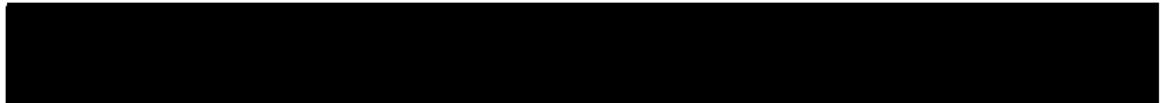
The compgenie rolls out on Friday 2/22 to the piloted areas listed here. A larger rollout with ROW is scheduled for early May.

Slide 12:

Make sure to display locations, job code, stock price, whether or not a new grad, need current/competing country to compare, needs to be same currency for all, cannot use E1 or E2 (non-US job codes) for US jobs and vice versa, recruiter needs to put in value of equity, not # of shares....can use same equity value calc as in earlier exercise.

Slide Notes

Slide 13:

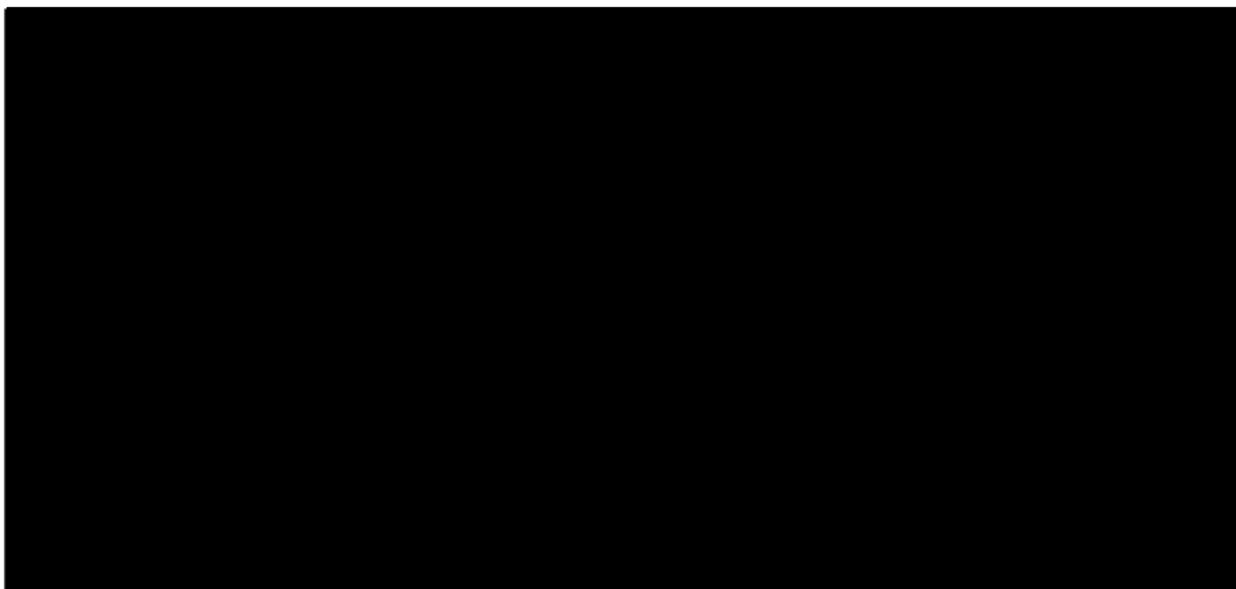


Slide 16:

This tool is different from compgenie. It's available to all recruiters, it can be pdf'd and sent to candidate; it models the potential 4 year value of an offer.

Slide 17:

Steps:



Slide Notes

Once you've entered all the information, click on "Export to PDF" and send the both pages of the PDF to the candidate together with the covering letter below.

Slide 18:

Total Compensation

Pay is highly competitive for the market

Pay for Performance

Salary Increases

Bonus Awards (individual and company)

Equity Refresh

Leveraged Comp (grows over time)

Slide 20: